



Annual General Meeting of Shareholders

for the year 2018

Prodigy Public Company Limited

Tuesday, April 24, 2018 at 10:00 am.

at, Pinklao 1 Room, 9th Floor, The Royal City Hotel

Registration opens at 8:00 pm., for quick registration. Please bring the registration form, which prints the bar code to the meeting.

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Prodigy Public Company Limited

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March 23rd, 2018

Subject : Invitation to Attend 2018 Annual General Meeting of Shareholders

Attention : Shareholders

The Board of Directors of Prodigy Public Company Limited had solved the resolutions, on February 22nd, 2018, to hold the 2018 Annual General Meeting of shareholders on April 24th, 2018 at 10.00 a.m. at, Pinklao 1 Room, 9th Floor, The Royal City Hotel, Building no. 798, 800 Borommaratchachonnani Road, Bang Bamru, Bang Phlat, Bangkok 10700, to consider the following matters.

Agenda 1 The matters; the chairman notify in the 2018 Annual General Meeting of Shareholders

Opinion of the Board: The Board of directors agree that chairman may explain the details about the meeting in order that the shareholders acknowledge.

Agenda 2 To consider and certify the Minutes of 2017 Annual General Meeting of shareholders

Fact and Rationale: The 2017 Annual General Meeting was held on April 25th, 2017, which the Minutes was made within 14 days after the meeting date, the copy of minutes of meeting is enclosed (attachment No.1). It was submitted to SET and Ministry of Commerce on time according to relevant laws, including the disclosure was by the company's website (www.prodigy.co.th).

Opinion of the Board: The Minutes of Meeting was recorded completely and accurately and it is appropriated to propose to 2018 Annual General Meeting of Shareholders for approval. The copy of the Minutes Meeting is attachment No. 1

Agenda 3 To acknowledge the 2017 company's operational performance

Fact and Rationale: The Board of Directors report and the company operational performance of 2017 were disclosed in 2017 Annual Report, (attachment No.2) it was enclosed with invitation letter. It was made according to the rules and regulations of The Securities Exchange Commission and The Securities Exchange of Thailand.

Opinion of the Board: It is appropriate to propose Annual General Meeting of Shareholders to acknowledge the 2017 company's operational performance.

Agenda 4 To consider and approve the Financial Statements and Income Statements, as ended December 31st, 2017

Fact and Rationale: The Statement of Financial Position as ended December 31st, 2017 was disclosed in 2017 Annual Report (Attachment No. 2). It was made in accordant with account standard, and (1), audited and certified by independent auditor (EY Office Limited) (2) reviewed by Audit Committee and (3) approved by Board of Directors.

Opinion of the Board: It is appropriate to propose the Financial Statements and Income Statements, as ended December 31st, 2017 to Annual General Meeting of Shareholders for approval. Details are shown in 2017 Annual report. (Attachment No. 2)

Agenda 5 To consider and approve the 2017 dividend payment

Fact and Rationale: According to the 2017 operational performance, the Company had net profit total Baht 74,411,932 and there is not any accumulated deficit, thus pursuance to Section 115 of Public Limited Company Act B.E. 2535 and Section 46 of The Company Articles of Association, the Company is prohibited from appropriating any money for dividend payment except net profits. In case the Company has still retained deficit, the Company is prohibited for paying dividend. Moreover, the dividend will be divided equally to single share.

According to the Company policy dividend payout is not less than 50% of net Profit , considering by operational performance and financial status, the Company deems appropriate to pay dividend for the 2017 operational performance to shareholder at Baht 0.22 per share (twenty two satang) (or 79.83 % of net Profit) to shareholders totaling 270,000,000 shares. In this respect, the Company had paid the interim dividend of 2017 operational performance at Baht 0.08 (eight satang) on September 7th, 2017, other Baht 0.14 (fourteen satang) will be paid on May 22nd, 2018, The total dividend paid out will be Baht 37,800,000 which is in line with the Company's dividend payout policy. The details of 2017 dividend payment are as followed,

Description	2017	2016
1. Net Profit (Million Baht)	74.41	93.33
2. Number of shares (shares)	270,000,000	270,000,000
3. Dividend payment (Baht/share)	0.22	0.25
4. Total dividend payment (Million Baht)	59.40	67.50
5. Dividend payment ratio (%)	79.83	72.32

The Company had set the appropriated profit to statutory reserve 10 % of registered capital due to section 116 of the Public Limited Company Act B.E. 2535. It had already been the reserve completely, so we don't need to reserve more.

Opinion of the Board: It is appropriate to propose Annual General Meeting of Shareholders to approve the dividend payment for the 2017 operational performance at 0.22 baht per share (twenty two satang). The interim dividend of the 2017 operational performance was already paid at 0.08 baht per share (eight satang) on September 7th, 2017, it will be paid at 0.14 baht per share (fourteen satang) on May 22nd, 2018 for total 270,000,000 shares.

The dividend payment is paid from the profit from activities which is subjected to 20% corporate tax, the receiver is subjected to withholding tax, the individual shareholder shall be entitled to credit in the computation of tax under section 47 bis of the Revenue code. The company will pay the dividend after the approval of meeting of shareholder.

The record date, to determine the right to participate in 2017 Annual General Meeting of shareholders and to receive dividend payment, will be on March 15th, 2018 (record date) that the right receive the cash dividend is not certainty. It will depend on the resolution of Annual General Meeting of shareholders.

Agenda 6 To consider and appoint Directors to replace the Directors who retire on rotation

Fact and Rationale: Pursuant to Section 18 of the Company Articles of Association, a third of Directors shall be retired by rotation. The retired director could be re-appointed back to the post, during this Annual General Meeting of Shareholders there are 3 persons who retire on rotation as following names;

1. Mr.Visuth	Vitayathanagorn	Director
2. Mr.Pramote	Santiwattana	Director
3. Mr.Vorravuth	Tangpiroonthum	Director

The Nomination and Remuneration Committee deem appropriate to propose the directors who retired on rotation to re-appoint them back to the post for another term who are Mr.Visuth Vitayathanagorn, Mr.Pramote Santiwattana and Mr.Vorravuth Tangpiroonthum to be the directors for another term.

Moreover, as the Company invited shareholder since October 26th, 2017 to January 15th, 2018 on website to nominee qualified and suitable person for director, nobody was nominated.

Opinion of the Board: The Board of Directors (with major vote excluding the director who retired on rotation) deem appropriate to propose 2018 Annual General Meeting of Shareholders to elect 3 following persons to replace director who retire on rotation, (Attachment No. 3)

1. Mr.Visuth	Vitayathanagorn	Director
2. Mr.Pramote	Santiwattana	Director
3. Mr.Vorravuth	Tangpiroonthum	Director

Agenda 7 To consider and determine the 2018 Remuneration for directors

Fact and Rationale: According to the Company Article of Association section 30, the directors may be remunerated in term of salary, award, meeting allowance, bonus or other remuneration according to the regulation or as approved by the shareholders' meeting. The directors' remuneration this year is not exceeding 4,000,000 Baht. It was meeting allowance and other remuneration, and will be allocated by the Board of Directors.

Opinion of the Board: After considering carefully, it is appropriate to propose to the 2018 Annual General Meeting of shareholders to approve director's remuneration according to Nomination and Remuneration Committee proposed in the total amount; which is not exceeding 4,000,000 Baht.

- Remark The shareholders can see the detail of remuneration for directors since 2015 – 2017 in Annual Report 2017 (Attachment No.2).

Agenda 8 To consider and approve the appointing of auditors for year 2018 and determine their remuneration

Fact and Rationale: The Securities Exchange Commission and the Stock Exchange of Thailand announced that Public Company must rotate auditors (who certify financial statement) every 5 fiscal years. The company could appoint an auditor from the same firm. The Company shall wait at least 2 fiscal years before re-appoint the same auditor. After consider the regulation, the Audit Committee proposed the Annual General Meeting of shareholders to appoint Mrs. Chonlaros Suntiasvaraporn CPA no.4523 or Mr. Chatchai Kasemsrithanawat CPA no.5813 or Ms. Siraporn Ouaanunkun CPA no.3844 the auditors from EY Office Limited as auditor for the fiscal year 2018. In case the aforementioned auditors cannot perform their duty, the Board of Director shall consent EY Office Limited to provide other certified public auditor to audit and to comment on the Company's financial statements and it would be propose to Annual General Meeting of shareholder for authorization. The auditing fees are as followed.

	2018 (Baht)	2017 (Baht)	2016 (Baht)
1 st quarter reviewed financial statement	130,000	120,000	110,000
2 nd quarter reviewed financial statement	130,000	120,000	110,000
3 rd quarter reviewed financial statement	130,000	120,000	110,000
Full year audited financial statement	500,000	400,000	350,000
Total	890,000	760,000	680,000

Opinion of the Board: Mrs. Chonlaros Suntiasvaraporn CPA no.4523 or Mr. Chatchai Kasemsrithanawat CPA no.5813 or Ms. Siraporn Ouaanunkun CPA no.3844 the auditors from EY Office Limited are qualified according to the Company's regulations and criteria provided the Securities Exchange Commission and the Stock Exchange of Thailand. They have performed satisfactorily in the past and do not have any relationship or any conflict of interests with the Company/affiliates, management/major shareholders or any related persons. By all means, the 3 persons do not perform duty review, audit and giving comments for 5 consecutively year with their record is below, Therefore, the Board of Directors deems appropriate to propose the shareholders' meeting to approve the appointment of auditor and their remuneration as proposed by the Audit Committee.

1. Mrs.Chonlaros Suntiasvaraporn will be proposed to appoint to be auditor
for year 2016 -2018
2. Mr. Chatchai Kasemsrithanawat will be proposed to appoint to be auditor
for year 2018
3. Ms. Siraporn Ouaanunkun will be proposed to appoint to be auditor
for year 2018

In case the aforementioned auditors could not perform the duty, EY Office Limited shall provide other certified public accounting auditor to audit and comment on the Company's financial statements by approval of Board of Director, it shall be propose to Shareholder Meeting to authorize Board of Director for approval.

Agenda 9 Others issues, (if any)

Opinion of the Board: Shareholders shall propose other issues which are beyond this invitation letter to the meeting, all would be inline and in accordance with relevant laws.

The Company cordially invited the shareholders to participate the meeting in the indicated date, time and venue. If any shareholders wish to appoint proxy to participate in the meeting, please fill out the proxy form and present to the Chairman of the Board or the appointed person at the meeting venue before the proxy participate the meeting.

In all, to facilitate the registration process, the Company urges the shareholders and/or proxies to bring the document with the shareholder's name or proxy form with a barcode as enclosed with this invitation along with self-identification documents to present to the registration desk on the meeting date. The record date, to determine the right to participate in 2018 Annual General Meeting of shareholders, will be on March 15, 2018 and the right receive the cash dividend.

Yours Sincerely,



(Mr.Thongchai Tansutat)

Managing Director

Remark:

1. The shareholder can view the invitation and enclosed documents via the Company's website at www.prodigy.co.th
2. Shareholder shall send the questions in advance for 2018 Annual General Meeting of Shareholders at ir@prodigy.co.th

Attachment1 : Copy of the Minutes of 2017 Annual General Meeting of Shareholders.
On Tuesday, April 25th , 2017

Minutes of 2017 Annual General Meeting of Shareholders

Prodigy Public Company Limited

Meeting on Tuesday, April 25th, 2017 at 10.00 a.m., at Krungthon BallRoom, 3rd Floor, The Royal River Hotel, Buildings no. 219 , Soi Charunsanitwong 66/1 , Charunsanitwong road, Bangplad Bangkok.

Participated Directors

1. Assoc.Prof.Prayoon	Boonprasurd	Chairman/Independent Director
2. Ms.Thipawan	Uthaisang	Chairman of Audit Committee/Independent Director
3. Ms.Pikul	Taksinwarajarn	Chairman of Nominated Committee/Independent Director
4. Dr.Thanet	Norabhoompipat	Independent Director
5. Mr.Thongchai	Tansutat	Managing Director
6. Mr.Visuth	Vitayathanagorn	Director
7. Mr.Pramote	Santiwattana	Director
8. Mr.Vorravuth	Tangpiroonthum	Director
9. Mr.Vachara	Vitayatanagorn	Director/Company Secretary

Assoc.Prof.Prayoon Boonprasurd, Chairman of the Board, presided as Chairman of the Meeting. Mr.Vachara Vitayatanagorn was Corporate Secretary and Mrs.Monthip Suewatanakul was Secretary of the meeting.

The meeting secretary reported that the Company has paid-up capital of Baht 135,000,000 divided into 270,000,000 shares with par value of Baht 0.5 a share. 27 shareholders participated in the meeting in person and by proxy, which were 56 shareholders. The participated shareholders held together 180,924,287 shares, representing 67.0090 % of total shares, which exceed one-third of total paid-up share thus form a quorum according to Articles of Association No.35

The meeting commenced at 10.00 am.

The meeting Secretary introduced auditor and observers who participated in the meeting as followed:
There are 2 independent auditors from EY Office Limited; Mrs.Chonlaros Santiasawaporn and Miss Wasachon

Viriyasakulsuk participated in the meeting. In order to comply with criteria and guidelines from the Stock Exchange of Thailand (SET) and the Securities Exchange Commission (SEC) to make meeting transparent, fair and in the best interest of the shareholders, there shall be voting on every agendas, there were 2 observers, represented shareholders, volunteered to oversee the ballot counting process. They were Mrs. Phongmarine Kongsiri and Mrs. Piyavadee Damrongtakul volunteered to observe the vote counting process,

Company also provided 3 staffs to count and evaluate voting result, the meeting secretary shall explain voting process.

The meeting secretary announced that according to public law section 107 (1) and the Article of Association section 38, justify that the shareholder meeting shall be resolved by majority vote of shareholders who attend the meeting and have right to vote, counting one share one vote, if there is a draw chairman of the meeting shall have final vote for decision.

In case of proxy, the proxy shall cast his vote according to the shareholder's intention as indicated in proxy form, they shall vote as same as shareholder's vote, each voting given in proxy form shall be counted for meeting resolved.

The voting according to proxy form A and B could not be divided of each agenda, only proxy form C could be divided, and it shall be used by foreign shareholders who have appointed local custodian deposited their stocks only.

Only one proxy from one shareholder can participate meeting and vote, it could not be divided to many proxies for separated vote.

The Company has applied barcode system for voting process for every agenda in order to provide convenient, quick and accurate voting process according to the guidelines provided by the Stock Exchange of Thailand and Securities Exchange Commission. The voting process is that every shareholder received a voting ballot with all voting agendas upon the registration. The voting ballot would indicate number of votes of the shareholder. The voting ballot provides 3 voting choices, approved, objected, or abstained. Upon the end of every agenda, the Chairman would ask the meeting to vote. The Company's staff would collect the voting ballot from shareholders.

To ensure quick and efficient voting process, during the voting of every agenda, except agenda 6 which is director's appointment, shareholders shall only cast objected and abstained votes. The approved votes shall be deduced by subtracting those votes from total participating shares.

On agenda 6, the director's appointment, shareholders must vote for each nomination director and every choice: approved, objected, or abstained, then our staffs shall collect ballot from everyone.

In case the shareholder was not present during any agenda and wished to preserve the voting right, the shareholder could notify the staff at the registration table to deduct shares held by the shareholder from total participating shares, which will be added back to the participating share counts upon arrival. If the shareholders did not notify the staff, it shall be deemed that the shareholders gave approval votes.

In case the shareholder need to leave the meeting before it is over and did not wish to vote on the remaining agenda, the shareholder must indicate the intention to the registration staff. Otherwise, it shall be deemed that the shareholders gave approval votes.

The secretary of the Meeting informed that if there would be a fire, everyone shall leave this room at the both exit door in front of the meeting room, and go downstairs to lobby or parking 3rd floor.

The Chairman informed the meeting would be commenced as we have already sent agendas to shareholders, as no one objected or proposed other issues, thus the meeting acknowledged the meeting's practices and its agenda as it has been shown.

The Meeting Acknowledged.

Agenda 1 The Message from Chairman

The Chairman declared the meeting commenced and thanked Shareholders who participated in the Shareholders meeting. The Chairman introduced all of the directors of Prodigy Public Company Limited.

Agenda 2 To consider approving the minutes of 2016 Annual General Meeting of Shareholders

The Chairman asked the meeting to acknowledge 2016 minutes of Annual General Meeting of Shareholders which was held on Tuesday, April 26th, 2016. The minutes was made within 14 days after the meeting was held, the copies of which had been submitted to Ministry of Commerce in accordance with the relevant law and regulation. The Board of Directors considered that the minutes of meeting has been accurately recorded and deemed appropriate that the shareholders approve the minutes of the meeting.

There was no one objected or proposed amending the minutes of meeting.

Meeting resolution The meeting approved with the majority vote the minutes of the 2016 Annual General Meeting of Shareholders with the following details

—Approved	180,923,787	votes	representing	100%	of participating shares
—Objected	0	votes	representing	0%	of participating shares
—Abstained	0	votes	representing	0 %	of participating shares

(The abstained vote was not counted)

Agenda 3 The acknowledgement of the operational performance's report in year 2016

The Chairman invited Mr. Thongchai Tansutat report the result of operational performance in year 2016.

Mr.Thongchai said that in 2016, Thailand's economic in the last year to impact our progress operating performances, On the first half year confronted a problem drought to continuous from the last year. The same negative factors still remain, agricultural product's price were dropped and the high household debt was the cause to weaken the purchasing power as well. Export volume was minus 5% on every months, it was majority income

60 -80% for decrease the purchasing power to the lost new investment. Although the Government tried to promote of the measures for support the new investment but the private sectors were not trust for new investment. The Government raised capital to economic structure so sustain economy.

The last year's impact factor were the fluctuation of crude oil price, Opec and Non-Opec reduce a global supply of crude oil for lift price. The crude oil price jump from \$ 29 a barrel in the fourth quarter 2015 to \$ 54 a barrel in 2016, effected to the cost of every industries.

By the way, there were some good factors on the political stability and the huge expand on tourism sector in 2016. The increase amount of Tourists contributed to tourism revenue that the core factor for supporting Thai's economy in 2016

By summarize, Thailand's GDP in 2016 grew by 3.2% increase 0.3% from 2015, PET Industry had high competitive and "Supply Over Demand" Because the cheap price machines were imported from China in market In the last year PET industry expand less than 10% .

For operating performance result in 2016 , the Company had sales of 639.62 million baht, decreased 33.53 million baht (4.98%) compared to the previous year. Meanwhile total expense of 522.66 million baht(cost decreased about 9%) Profit before Tax 116.67 million baht increased the previous year 13.24 million baht (12.80%), Net Profit 93.329 million baht increased the previous year 10.61 million baht(12.83%)

The Financial on December 31st 2016. The Total Asset 677.75 million baht increased the last year 56.72 million baht (9.13%) , Total Debt 117.71 million baht increased previous year 23.85 million baht (25.41%),it increased from Trading Debt. The Shareholder 560.04 million baht increased the previous year 32.87 million baht (6.24%) . Per share data in 2016, Earning per share 0.35 baht increased 0.04 baht (12.90%), Value per share 2.07 baht decreased 0.12 baht (6.15%), Generally the company has been stable .

Financial Ratio in 2016, Current Ratio (times) 3.82 increased 0.2 (5.52%) Debt to Equity (times) 0.21 increased 0.03 (16.67%), Return On Shareholder's Equity 17.17% increasing 0.95 (5.86%). The Financial Highlights of the operation performance in year 2016 as shown following.

Financial Highlights

ณ.วันที่ 31 ธันวาคม 2559	2559 2016	2558 2015	2557 2014	As Ended Of 31 December 2016
ฐานะทางการเงิน				Financial Status
สินทรัพย์รวม (ล้านบาท)	677.75	621.03	693.18	Total Asset (Million Baht)
หนี้สินรวม (ล้านบาท)	117.71	93.86	200.12	Total Liabilities (Million Baht)
ส่วนของผู้ถือหุ้น (ล้านบาท)	560.04	527.17	493.06	Shareholder's Equity (Million Baht)
ผลประกอบการ				Operational Performance
รายได้รวม (ล้านบาท)	639.62	673.15	692.45	Total Revenue (Million Baht)
รายจ่ายรวม (ล้านบาท)	522.66	568.07	614.01	Total Expenses (Million Baht)
กำไรก่อนภาษีเงินได้ (ล้านบาท)	116.67	103.43	72.95	Earnings Before Income Tax (Million Baht)
กำไรสุทธิ (ล้านบาท)	93.33	82.72	58.41	Net Earnings (Million Baht)
อัตราส่วนทางการเงิน				Financial Ratio
อัตราส่วนสภาพคล่อง (เท่า)	3.82	3.62	2.32	Current Ratio (Times)
อัตรากำไรสุทธิ (%)	14.59	12.29	8.46	Net Profit Margin (%)
อัตราผลตอบแทนผู้ถือหุ้น (%)	17.17	16.22	15.14	Return On Shareholder's Equity (%)
อัตราผลตอบแทนจากสินทรัพย์ (%)	14.37	15.99	9.33	Return On Total Asset (%)
อัตราส่วนหนี้สินต่อส่วนของผู้ถือหุ้น (เท่า)	0.21	0.18	0.41	Debt to Equity (Times)
ข้อมูลต่อหุ้น				Per Share Data
กำไรต่อหุ้น (บาท)	0.35	0.31	0.25	Earnings Per Share (Baht)
มูลค่าต่อหุ้น (บาท)	2.07	1.95	1.83	Value Per Share (Baht)
จำนวนหุ้นสามัญเฉลี่ยถ่วงน้ำหนัก (หุ้น)	270,000,000	270,000,000	229,917,808	The Weight Average no of Common Stock (Share)

The Chairman said about Company's Financial , it was good operating performance and stable. The Chairman asked if there is any question or more information.

Mr. Kittipong Manaanantakul: The minor shareholder

Question 1. Why did reduce revenue, clearly in detail (decreased products price or reduced quantity of production), separate by product group?

Mr.Thongchai Tansutat Managing Director

Answer Sale Volume decreased effect to decreased revenue 5% that the main clause terribly economic in the previous year, weaken the purchasing power. The company separated 4 products group as

1. Vegetable Oil Group - To more expand
2. Drinking Water Group - To more expand
3. Juice Group - To dilute exceedingly lower than the previous year
4. Seasoning Sauce group - To dilute than the previous year

Page 30 of Annual Report 2016, there was figure detail to separate by product group. The shareholder could see and made understanding about figure detail.

Question 2. About price per unit (in Question 1.) which did adjust high or low price?

Mr. Thongchai Tansutat Managing Director

Answer The Shareholder could participate figure detail in the previous year in every group, they have been similarly price.

Mr.Hangshai Akkawassakul the Attorney of Shareholder (Shareholder Club)

Document Reference page 69 of Annual Report 2016 (Management discussion and analysis report) on phrase " In 2016 the company had a net profit of 93.329 million baht, increasing 10.613 million baht or 12.83% compared to the year 2015 with a net profit of 82.716 million baht due to lower raw material prices. Process Improvement and procurement of raw materials." I have some answer from this phrase.

Question 1. How did the profit contribute between the lower raw material's prices and process improvement?

Question 2. How will be operational continuity proactive for stable business in the future?

I praised of a company's good performance and dividend yield and hope other of the Thai listed companies have been good performance.

Mr. Thongchai Tansutat Managing Director

Answer 1. Cost of goods sold (COGS) in the previous year decreased 47.928 million baht (9.20%) that main clause, the lower raw material prices decreased 80% and 20% the process improvements.

2. To answer on Agenda 9. To be inform operation planning 2017.

The Chairman asked if there is any question or more information.

Meeting resolution The meeting acknowledge the operational performance's report in year 2016.

Agenda 4 To consider approving Financial Statements and Incomes Statements, as ended December 31st,2016

The Chairman proposed the shareholders' meeting to consider approving Financial Statements and Incomes Statements as ended December 31st,2016 which had been made according to the Generally Accepted Accounting Principles, it had been audited by certified public accountant from EY Office Limited and it had been reviewed by The Audit Committee, details as appeared in the annual report which had been earlier distributed to every shareholder. Board of Directors deemed appropriated those Financial Statements and Incomes Statements as end of December 31st, 2016 was prepared properly and it was completely reviewed according to rules and regulation.

Chairman proposed the meeting consider approving Financial Statements and Incomes Statements as ended December 31st, 2016.

Meeting Resolution The meeting resolved to approve Financial Statement and Incomes Statements, as ended December 31st, 2016 with majority votes, details as followed:

—Approved	180,923,787	votes	representing	100%	of participating shares
—Objected	0	votes	representing	0%	of participating shares
—Abstained	0	votes	representing	0 %	of participating shares

(The abstained vote was not counted)

Agenda 5 To consider approving the appropriation of net profit and dividend payment in year 2016

The Chairman clarified that pursuance to Section 115 of Public Limited Company Act B.E. 2535 and Section 46 of The Company Articles of Association, the Company is prohibited from appropriating any money for dividend payment except net profits. In case the Company still has retained deficit, the Company is prohibited for paying dividend. Moreover, the dividend will be divided equally to single share, according to the 2016 operational performance, the Company had net profit total Baht 93,328,529. There is not accumulated deficit. The Board of Directors deems appropriate to pay dividend for the 2016 operational performance to shareholder at Baht 0.25 per share (twenty-five satang) or 72.32 % of net profit totaling 270,000,000 shares.

In this respect the Company had paid the interim dividend from first of 2016 operational performance at Baht 0.08 (eight satang) on September 8th, 2016, other Baht 0.17 will be paid on May 22nd, 2017. The total dividend paid out will be Baht 45,900,000.

The dividend payment is paid from the profit from activities which is subjected to 20% corporate tax, the receiver is subject to withholding tax, the individual shareholder shall be entitled to credit in the computation of tax under section 47 bis of the Revenue Code.

The dividend of 2016 and 2015 which was according to dividend policy as followed,

Description	2016	2015
1. Net Profit (Million Baht)	93.33	82.72
2. Number of shares (shares)	270,000,000	270,000,000
3. Dividend payment (Baht/share)	0.25	0.22
4. Total dividend payment (Million Baht)	67.50	59.40
5. Dividend payment ratio (%)	72.32	71.81

The Chairman proposed the meeting to ask questions.

Mr.Hangshai Akkawassakul the Attorney of Shareholder (Shareholder Club)

I have some suggestion for consideration ,The Shareholder Club is going to campaign XD after AGM for example . The shareholders have been approve for dividend payment XD If investors buy stock after that they won't available get the dividend etc. Some company XD before had meeting solution from shareholder and then the shareholders disapproved for dividend payment in this agenda so who effected to new stock trading that accused impeachment court but the justice raised the petition and selling stock for this event. The Shareholder Club is going to campaign for this and inform with other that admitted. For this comment will not effect for shareholder, get late dividend , I confirmed " No" For XM before XD on next time (2 days). It's give opportunity for the shareholder in consideration that the former determine for dividend payment which may be happen increased payment for Book Closing. It's code of ethics doesn't contain in the law but I think for the company will get it for consideration and to join with this campaign for the next year. I will praise the Company , to expand for production and to reduce for logistics .

The chairman get for the consideration about this suggestion. As no one raised question, the Chairman propose the meeting to consider approving the appropriation of net profit and dividend payment in year 2016.

Meeting Resolution The meeting majority resolved to approve the dividend payment for the year 2016, and the

interim dividend amount of Baht 0.08 per share was paid on September 8th , 2016. The dividend Baht 0.17 will be paid on May 22nd , 2017. The detail of vote is as follows;

—Approved	180,923,787	votes	representing	100%	of participating shares
—Objected	0	votes	representing	0%	of participating shares
—Abstained	0	votes	representing	0 %	of participating shares

(The abstained vote was not counted)

Agenda 6 To consider appointing directors to replace directors who retired by rotation

The Chairman clarified that according to the Company's Regulation Article 18, during every Annual General Meeting of Shareholders, one-third of the directors shall be retired by rotation. The retired directors could be re-appointed to the posts. There are 3 persons who retired by rotation at this meeting with following names;

- | | | |
|-----------------|----------------|------------------------------|
| 1. Dr.Thanet | Norabhoompipat | (Independent Director) |
| 2. Mr.Thongchai | Tansutat | (Managing Director) |
| 3. Mr.Vachara | Vitayatanagorn | (Director/Company Secretary) |

The Chairman invited Dr.Thanet Norabhoompipat, Mr.Thongchai Tansutat , Mr. Vachara Vitayatanagorn left the meeting in order to comply with transparency guideline according to Good Governance principle.

The Chairman conducted the meeting by clarified:

In addition, The Company invited shareholders to nominate a person to be a director in advance during October 26th , 2016 to January 15th , 2017, nobody was nominated.

The Nomination, Remuneration and Corporate Governance Committee , The Board of Directors, (excluding director who retire on rotation) deemed appropriate to propose to be directors 3 following persons to replace director who retired by rotation and present in the AGM 2017.

- | | | |
|-----------------|----------------|------------------------------|
| 1. Dr.Thanet | Norabhoompipat | (Independent Director) |
| 2. Mr.Thongchai | Tansutat | (Managing Director) |
| 3. Mr.Vachara | Vitayatanagorn | (Director/Company Secretary) |

Their profiles were the attachment No. 3, and it was shown on screen.

The secretary of the meeting proposed voting rules for this agenda that the ballot would be collect from everyone for each votes; approve object and abstain, it shall be counted by barcode system at the front of meeting room, in order to comply with transparency guideline the volunteers observers shall be witness of this activities.

The Chairman asked if there is any question.

Chairman asked the meeting to vote for appointing directors.

Meeting Resolution The meeting majority resolved to appoint Dr.Thanet Norabhoompipat , Mr.Thongchai Tansutat , Mr.Vachara Vitayatanagorn to be director replacing who retired on rotation.

Voting results of 3 nominees are as follows:

6.1) Dr.Thanet Norabhoompipat

—Approved	180,923,578	votes	representing	99.9998% of participating shares
—Objected	209	votes	representing	0.0001% of participating shares
—Abstained	0	votes	representing	0% of participating shares

(The abstained vote was not counted)

6.2) Mr.Thongchai Tansutat

—Approved	180,923,578	votes	representing	99.9998% of participating shares
—Objected	209	votes	representing	0.0001% of participating shares
—Abstained	0	votes	representing	0% of participating shares

(The abstained vote was not counted)

6.3) Mr.Vachara Vitayatanagorn

—Approved	177,268,578	votes	representing	99.9998% of participating shares
—Objected	209	votes	representing	0.0001% of participating shares
—Abstained	3,655,000	votes	representing	0% of participating shares

(The abstained vote was not counted)

Agenda 7 To consider approving the 2016 remuneration for directors.

The Chairman clarified to the meeting that according to the Company Articles of Association section 30, the directors may be remunerated in term of monthly remuneration, award, meeting allowance, bonus or other remuneration according to the regulation or as approved by the shareholders' meeting.

In 2017 the Board of Directors deemed appropriate to approve directors' remuneration with the total amount not more than 4,000,000 baht per year which comprised of meeting allowance and other remuneration, and it will be allocated by the Board of Directors.

Chairman asked shareholders to ask any questions.

Mr. Kittipong Manaanantakul: The minor shareholder

Question 1. This question continuously from agenda 3. According to Managing Director reported in 2016, cost Of goods sole decreased 80% (decreased raw material prices), 20% Process improvements. But Sale expense is increase. What did the process improvements (in detail) and why did sale expense increase?

Mr. Thongchai Tansutat Managing Director

Answer For the process improvements decreased the cost for 20% by installed 3 new automatic labeling Machines and automatic packing machine to put bottles to packing substitute for labor . The Sale's expense increased to employment , supporting business planning in 2017.

The Chairman proposed the meeting to consider approving 2017 directors' remuneration according to Board of Directors proposed.

Meeting Resolution The meeting resolved to approve directors' remuneration with the total amount not more than 4,000,000 baht per year with majority of participating votes, details as follow

— Approved	180,923,787	votes	representing	100%	of participating shares
— Objected	0	votes	representing	0%	of participating shares
— Abstained	0	votes	representing	0 %	of participating shares

(The abstained vote was not counted)

Agenda 8 To consider appointing the auditor for 2017 and determine their remuneration

1. To consider appointing the auditor for 2017

The Chairman clarified that the Securities Exchange Commission and the Stock Exchange of Thailand announced that the public company must rotate the auditors (who certify listed company's financial statement) every 5 fiscal years. The company could appoint an auditor from the same firm as the existing auditor. Once changed, the Company could wait at least 2 fiscal years before re-appoint the same auditor back as the Company's accounting auditor. After the Audit Committee considered the regulation and proposed the shareholders' meeting to appoint Miss Chonlaros Suntiasvaraporn, C.P.A. no.4523 or Mr. Supachai Phanyawattano C.P.A. no.3930 or Miss Waraporn Prapasirikul C.P.A. no.4579 of EY Office Limited as the Company's auditor for 2017

The Chairman explained about "or" each name of person it's meaning to choose one person for certified the Company's financial statements.

All three auditors satisfied the requirement and criteria of the Company Article of Association and the regulation of Securities Exchange Commission, has satisfactory track record and has no relationship or conflict of interest with the Company, management, major shareholders or any related persons. Therefore, the Board deemed appropriate to appoint of those auditors and their remuneration according to Audit Committee's proposal. In case that they are not able to perform duty EY Office Limited will assign other auditors to audit and comment the Financial Statement

2. To consider determine their remuneration the auditor for 2017

	2017 (Baht)	2016 (Baht)	2015 (Baht)
3 quarter reviewed financial statement	360,000	330,000	290,000
Full year audited financial statement	400,000	350,000	300,000
Total	760,000	680,000	590,000

3. **To consider the authority Board of Director** In case the aforementioned auditors could not perform the duty, EY Office Limited shall provide other certified public accounting auditor to audit and comment on the Company's financial statements by approval of Board of Directors, it shall be propose to Shareholder Meeting to authorize Board of Director for approval.

Mr.Hangshai Akkawassakul the Attorney of Shareholder (Shareholder Club)

I was anxious for company to increase of remuneration the auditor in 2017. If have been consider the Audit' s remuneration turn back since 2015 – 2017 . it has been increased continuously and predict for next year, may be increase also. So the company shall be giving an opportunity the local firm because the Company won't be abroad trading then to economize more this expense.

Mr.Supasak Jullasorn Shareholder

Question 1. I noticed the remuneration the auditor since 2015 - 2017, I agreed with Mr.Hangshai about remuneration increased continuously every year, increased remuneration should be reasonable. If compared with company's performance or amount of business transactions should be nearly rate the previous year. So the auditor is going to explain about increased a part of different , perhaps it's suitable.

Mrs.Chonlaros Santiasawaporn Auditor

Answer For the remuneration calculated with amount of work and working hours including new Accounting Standard. In year 2015 and 2016 a part of the remuneration concerned Accounting Standard, if explained depth details the main issue that not available clearly impacted the certified of Financial Statement. EY Office Limited have been consideration the impacted from Accounting Standard each other, more working hours. So that EY Office Limited have been consideration amount of expense , times and increased amount of work to determine for remuneration of each other. The remuneration was submitted with the Management .

The Chairman asked the meeting to approve the auditor and their remuneration for 2017 and to authorize the Board of Directors approve EY Office Limited assign other auditors to audit Financial Statements in case the approved persons could not perform duty.

Meeting Resolution The meeting resolved with majority of participating votes, to appoint auditor and determine remuneration for 2017 and to authorize the Board of Directors approve EY Office Limited assign other auditors to audit Financial Statements in case the approved persons could not perform duty with details as follow.

—Approved	180,898,451	votes	representing	99.9859%	of participating shares
—Objected	25,336	votes	representing	0.0140%	of participating shares
—Abstained	0	votes	representing	0 %	of participating shares

(The abstained vote was not counted)

Agenda 9 Other issues (if any)

The Chairman call opportunity for shareholders to commend and question . The Chairman invited Mr.Thongchai inform the business planning 2017.

Mr. Thongchai, Managing Director

Answer The terribly economic from the fourth quarter of 2016 continuously to the first quarter of 2017.

The fluctuation of crude oil price, uncertain of world trade situation, the instability political in Europe and the unrest in North Korea, and the raise of interest and inflation rate will be effect to Thailand's economic.

By the way, some positive factors are the agriculture product's price are better than previous year, the expansion of export on March 2017 about 9.22% push up the first quarter 2017. Office of the national economic and social Development Board (NESDB) have predicted about Thailand's economic to be expanding 3 – 4%

The Board of director determined that 2017 is the New Investment year and had approved to purchasing injection machine from Europe that will install in the fourth quarter. This project cost 85 – 95 million baht and help company to get new business by selling preform and expand production base to upcountry or anywhere rapidly.

Mr.Hangshai Akkawassakul the Attorney of Shareholder (Shareholder Club)

Question 1. Due to amount of shareholders required for "Company Visit" , is it possible to arrange on bus for shareholder to visit the company? I will give you a list of shareholders who interested in visit. The Chairman said " Company Visit is good thing, we have been clearly, transparency and accountability for management ,it's company's CSR , that you're always welcome.

Mr.Supasak Jullasorn Shareholder

I round that the attachment 6 about The Articles of Association which related to General Meeting of shareholders have no Articles of Association No. 35 (about amount of attendee of the meeting).

Please concern it's for the next time.

Question 1. Net profit Margin 2014 – 2016(%) increased 8.45, 12.29 and 14.59 ascending. How do stably of Net Profit Margin? Or the past the lower crude oil price, impacted a key raw material. So please clearly explain this clause.

Mr. Thongchai, Managing Director

Answer For the suggestion about Articles of Association No.35, we shall correct it .
The Question about Net Profit Margin " I believed , every companies have determined for Highest Net Profit Margin." But the depending on the situation and environment at the time , in addition external factor , internal factor , competitor and the global market price. In conclusion the many factors will affect for company's performance. Before the registering to listed company not so high performance. But we tried to operating for good performance. Maybe two main clauses.

- External Factor for example Oil price down . The previous year the oil price up but we tried to make the net profit which sustained it for satisfaction range. Therefore we can't promise to make for higher Net Profit Margin or to maintain the level. The first quarter 2017, net profit is 12% ,and my opinion, it's still good.

Question 2. How did the low range of the net profit?

Answer the assumed 8% (Ref. the performance in the past)

Mr. Kittipong Manaanantakul: The minor shareholder

Question 1. For the Net Profit Margin 3 years in the past, they were rather much different so I suspected and presumed about range 8.46% was the lowest meanwhile 14.59 % was the highest ?

Mr. Thongchai, Managing Director

Answer In this time they were lowest and highest, although the business's target to make the highest Profit , but it will depend the factors, environment and others.

Question 2. In the Present , Have you been purchasing the preform anywhere?

Mr. Thongchai, Managing Director

Answer We have used Single Stage machine, that PET pallets turned out to PET bottles this machine combine injecting preform and blowing bottles. But the new machine will be Preform machine, to get PET pallets into machine for turn out Preform and to storage the preform in this.

Mr. Kittipong Manaanantakul: The minor shareholder

Question 3. For the explanation of MD. Will you supply to other customers?

Question 4. the continued question of agenda 3, Why did lost the customer of juice group and Seasoning sauce group?

Mr. Thongchai, Managing Director

Answer For Q3. Yes, we shall supply to other customers.

Answer For Q4. In the previous year, there were 3 customers of juice group in trouble. The primary cause of decreased purchasing as:

4.1 The customer has installed the Blowing bottle machine in their line.

4.2 The customer found problem of production, there were disease contamination so effected the lost market and closing down.

4.3 The customer has decreased selling for competition.

The fourth quarter in 2016, we have gotten new customers for the juice group that needs time to gain sale volume, and we have gotten good signal.

Seasoning sauce Group

1. Fish sauce

Now the problem has lacked raw materials for production. Because The government strict for the inshore fisheries that effected to caught Anchovy so not enough for requirement. This cause to effect the customer's purchasing our products also.

2. Lemon and Vinegar

The competition in the market so the customer had decreased selling

Mr. Kittipong Manaanantakul: The minor shareholder

Question 5. The positive trend customer group, especially Vegetable oil group how will expand or change their trend business? Then it's directly involved TVO that will be perceptual changing trend or expanding. How do you prepare for this?

Mr. Thongchai, Managing Director

Answer The Vegetable oil group still growing up yet, about the detail can't disclose now. But in normally, we worked closely with our customers.

Question 6. How will be clearly for building the factory in the other countries?

Mr. Thongchai, Managing Director

Answer In conclusion we shall manage the business to growing up, expanding customer group in Thai, We are looking for the opportunity to expanding either in Thai and other countries.

Mr. Hangshai Akkawassakul the Attorney of Shareholder (Shareholder Club)

I will do document about Company Visit, who interested in register to Company Visit at registered point that the shareholders are the first. The Chairman has agreed.

The Chairman said "Thanks all shareholders who attended the meeting. To confidence with Board Of Directors have operated on the duty for maintained the benefit of shareholders with transparency, Anti-corruption Policy, Corporate Governance and the Company Article of Association and the regulation of Securities Exchange Commission."

The Chairman said that the questions were very beneficial for the company. Many things to be improve for stable. For the expanding the new business Preform and expanded the area to new customers. It's conform with The Government's Policy to be supporting SME, Our business will can help them decrease their cost and more efficiency.


The imposed the policy and operated for stably growing up that Board Of Directors have intended the duty for good performance and the best dividend of shareholder in the future.

Meeting was closed at 11.50 a.m.

Signed Mr. Prayoon Boonprasurd
Chairman of the Meeting

Signed Mrs. Monthip Suewatanakul
The Secretary of the meeting

Attachment 3 : Biography of the persons will be proposed to appoint to be the directors replace the directors who retired on rotation (By the approval of Board of Directors)

Name	: Mr. Visuth Vitayathanagorn	
Position	: Director/ Corporate Governance, Nomination And Remuneration Committee	
Age	: 64 Years	
Date of Appointment	: April 1995	
Educations & Certificates	: Ph.D.,Honorary Graduates, Marketing, Ramkhamhaeng University : M.B.A., Kasetsart University : M.A., Political Science, Ramkhamhaeng University	
IOD Certification	: Director Accreditation Program (DAP) : Finance for Non-Finance Director, Thai Institute of Directors Association (IOD) : Business Revolution and Innovation network (BRAIN), Federation of Thai Industries	
Share Holding (Including related person)	: 4.44% of Voting Shares	
Number of years on the Board	: 25 Years	
Proposed Position	: Director (Acknowledged by Board of Director and do not have the shareholders to propose)	
Criteria of Nomination	: Qualification is in accordance with the relevant law and regulation and the Prohibition of notification of the Capital Market Supervisory Board.	
Position in Other Business	: Other Listed Companies 3 Other None Listed Company 2	
Experiences	: Chairman of Executive Committee and Corporate Governance Nomination and Remuneration Committee, Thai Vegetable Oil Public Co.,Ltd. : Managing Director, Thai Vegetable Oil Public Co.,Ltd. : Member of National Economic and Social Advisory Council	
Attendance Record		
- Board of Directors Meeting	5/5	
Position in Related Business	: None	
10 Years Illegal Record	: None	
Relationship with directors	: Relatives to Mr. Vachara Vitayathanagorn	

Biography of the persons will be proposed to appoint to be the directors replace the directors who retired on rotation (By the approval of Board of Directors)



Name	:	Mr.Pramote Santiwattana
PDG Directorship	:	Director
Age	:	62 Years
Date of Appointment	:	April 2005
Educations	:	Bachelor of Economics, Thammasat University
	:	Director Accreditation Program (DAP 120/2015)
	:	Director Certification Program (DCP 227/2016)
Share Holding (Including related person)	:	0.15% of Total Voting Shares
Number of years on the Board	:	12 Years
Proposed Position	:	Director
		(Acknowledged by Board of Director and do not have the shareholders to propose)
Criteria of Nomination	:	Qualification is in accordance with the relevant law and regulation and the prohibition of notification of the Capital Market Supervisory Board.
Position in Other Business	:	Other Listed Companies None
		Other None Listed Company 4
Experiences	:	Finance and Accounting Division Manager, Sales and Marketing Division Manager, Thai Edible Oil Co.,Ltd.
	:	Finance and Accounting Division Manager and Sales and Marketing Division Manager, Sales and Raw Materials Purchasing Division Manager, Thai Ruam Jai Vegetable Oil Co.,Ltd.
	:	Sales and Raw Materials Purchasing Division Manager, Thai Ruam Jai Korat Co.,Ltd.
Attendance Record		
- Board of Directors Meeting		5/5
Position in Related Business	:	None
10 Years Illegal Record	:	None
Relationship with directors	:	None

Biography of the persons will be proposed to appoint to be the directors replace the directors who retired on rotation (By the approval of Board of Directors)



Name	:	Mr.Vorravuth Tangpiroonthum
PDG Directorship	:	Director
Age	:	44 Years
Date of Appointment	:	April 2015
Educations	:	MBA, Concentrate in Marketing and Finance SASIN Graduate Institute of Business Administration of Chulalongkorn University
	:	BBA, Concentrate in Management, Commerce and Accountancy of Chulalongkorn University
IOD Certificates	:	<i>The Institute of Director (IOD)</i>
		-Director Diploma, Advance Audit Committee Program 23/2016 (AACP)
		-Director Diploma, Corporate Governance for Capital Market Intermediaries 15/2016 (CGI)
		-Director Diploma (Fellow Member)
		-Director Diploma, Monitoring the internal Audit Function 6/2009 (MIA)
		-Director Diploma, Director Certification Program 92/2007 (DCP)
		-Director Diploma, Director Accreditation Program 14/2004 (DAP)
	:	Thai Intelligence investors Program, Thai investors Association
	:	Professional CFO Diploma, National Institute of Developments Administration (NIDA)
Share Holding (Including related person)	:	None
Number of years on the Board	:	2 Years
Proposed Position	:	Director
		(Acknowledged by Board of Director and do not have the shareholders to propose)
Criteria of Nomination	:	Qualification is in accordance with the relevant law and regulation and the prohibition of notification of the Capital Market Supervisory Board.
Position in Other Business	:	Other Listed Companies 3
		Other None Listed Company 2

Experiences

	<ul style="list-style-type: none"> : Chief Financial Officer (CFO), Thaiha PCL. (2007 – 2014) : Class President of SCBS infinite Wealth Program 3/2016 (IWP) : Co-Founder of “SASIN FOR FARMER” Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University and Thai Rice Foundation Under Royal Patronage : Practitioner in Business Finance, Master of Engineering in innovation& Entrepreneur, Engineer Faculty, Mahidol University : Committee of Commerce & Accountancy of Chulalongkorn University : Committee of Selection Candidate MBA, Mahidol University : Fellow Member, The Institute of Directors
Board of Directors Meeting	5/5
Position in Related Business	: None
10 Years Illegal Record	: None
Relationship with directors	: Relatives to Mr. Visuth Vitayathanagorn

The Attachment 4 : Definition of Independent Director

The independent directors qualified in accordance with rules and regulation of Securities and Exchange Commission and Stock Exchange of Thailand. (Referring to the notification of capital market supervisory Tor. Chor. 28/2551)

Qualifications

1. Shall not hold more than 1% of Share of the total voting rights of the company, related companies or conflicted of interest companies. This is including their related persons.
2. Shall not have any relationship to a company, conflicted of interested company as employees, staff, or advisor who work as full time and have fix salary or a controlling person present and 2 year before.
3. Shall not have directly or indirectly any business relationship, or conflict of interest or stakeholder to company, as recipient of finance or management which tend to be lack of independent.
4. Shall not provider of professional service such as auditor, legal advisor, financial advisor or asset assessor.
5. Shall not be a relative neither natural nor legal of an executive management, major shareholders of company or attorney of director or major shareholder who is assigned to protect their beneficial interest.

Attachment 5: Information of the Independent Director for a shareholder prefers to appoint to be the Proxy Holder

1. Name : Assoc.Prof. Prayoon Boonprasurd
- Type of Director : Independent Director / Member of the Audit Committee
- Age : 76 Years
- Nationality : Thai
- Shares Possession : None
- Share Holding (Including Related Person) : None
- Address : 47/14 Senanikom 1 Road, (Senanivej Village Project 1),
Ladprao Sub-District, Ladprao District, Bangkok 10230
- Conflict of Interest : None



2. Name : Miss Thipawan Uthaisang
- Type of Director : Independent Director /Chairman of the Audit Committee
- Age : 59 Years
- Nationality : Thai
- Shares Possession : None
- Share Holding (Including Related Person) : None
- Address : 335 Pattanakarn Road, PravateSub-District ,Pravate District,
Bangkok 10250
- Conflict of Interest : None



3. Name : Miss Pikul Taksinwaracharn
- Type of Director : Independent Director / Member of the Audit Committee
- Age : 64 Years
- Nationality : Thai
- Shares Possession : None
- Share Holding (Including Related Person) : None
- Address : 501/98 Rama 3 Road, (Soi 66), Chongnonsi Sub-District,
Yannawa District, Bangkok 10120
- Conflict of Interest : None



4. Name : Dr. Thanet Norabhoompipat
- Type of Director : Independent Director
- Age : 66 Years
- Nationality : Thai
- Shares Possession : None
- Share Holding (Including Related Person) : None
- Address : 72 Soi Suntisuk, Prakranong Sub-District,
Klongtoey District, Bangkok 10110
- Conflict of Interest : None



Attachment6: The Articles of Association which related to General Meeting of shareholders

Appointment of Directors who retire on rotation

Company's Regulation Article 18

During every Annual General Meeting shareholders, a-third of the directors shall be retired by rotation. If could not divide by one- third, the nearest amount shall be retired.

The directors who retire office in the first and second year following company registration be drawn by lots. Following year, the one who remain longest will be retired. The retired directors could be re-appointed to the posts.

Director's Remuneration

Company's regulation article 30

The directors may be remunerated in term of meeting allowance, bonus or other remuneration according to the regulation or as approved by the shareholders' meeting. It may be prescribed in fixed amount or established by rules each time, or being perpetual rules until it is changed. Moreover, the directors have right to receive allowances and welfares according to the company's regulation.

Dividend payment

Company's regulation Article 46

The Company is prohibited from appropriating any money for dividend payment except from net profits. In case the Company still has retained loss, the Company is prohibited from paying dividend. Moreover, the dividend payment will be divided equally to every share.

Company's regulation Article 47

The company may pay interim dividend from time to time in case of gaining profit and shall report to next shareholders' meeting.

Attachment7: Right's Evidences to participate in shareholders' meeting

Right's evidences to participate shareholders' meeting

The participants must present following evidences before participating in the meeting (depend on the case).

In case of ordinary person

1. In case the shareholder participate by self,
 - Invitation letter with a barcode.
 - Identification card, Government Agency identification card or passport (in case of foreigner).
2. In case the shareholder appointing proxy,
 - Completely filled Corporate proxy,
 - Certified copies of identification card, Government Agency identification card or passport (in case of foreigner) of both shareholder and proxy.

In case of juristic person

1. In case the juristic person's authorized person participate by self,
 - Invitation letter with a barcode.
 - A certified copy of identification card, Government Agency identification card or passport (in case of foreigner).
 - A certified copy of the registration certificate issued by the Ministry of Commerce, signed by the juristic person's authorized person.
2. In case the shareholder appointing proxy
 - Completely filled Corporate proxy form
 - Certified copies of identification card, Government Agency identification card or passport (in case of foreigner) of both juristic person's authorized person and proxy.
 - A certified copy of the registration certificate issued by the Ministry of Commerce or juristic person certificate (in case of the company registered outside Thailand).

Attachment8: Procedures for appointing proxy, registration, evidence presentation to participate in the Annual General Meeting of Shareholders

Appointing Proxy Procedures

The Company provides Proxy Form B, which is the form determined by the Business Development Department, Ministry of Commerce, with detailed and easy to understand format to the shareholders for the shareholders who cannot participate in the meeting could appoint other person or one of the Company's nominated directors as proxies. The details of the Company's nominated directors appear in the enclosed attachment. The shareholders may indicate more than one proxy in case that any proxy cannot participate in the meeting. However, only one proxy from a shareholder could participate in the meeting. The shareholder cannot appoint many proxies to split votes. Moreover, during any agenda, the shareholder has right to vote either approval, objection or abstain.

Moreover, the Company also provides Proxy Form A, which is the simple proxy form, and Proxy Form C, which is proxy form used only by foreign shareholder that has appointed local custodian to take deposit of the stock. The interested shareholders could visit and download information from the Company's website www.prodigy.co.th.

Meeting Registration

The Company shall start registration process two hours prior to the meeting commencement. The registration shall start from 08.00 am onward at, Pinkoao 1 Room, 9th Floor, The Royal City Hotel, Building no.798, 800, Borommarathchachonnani Road, Bang Bamru, Bang Phlat, Bangkok, 10700, locations as indicated in the map enclosed with this invitation.

Evidences used to participate in the shareholders' meeting

The participants must present following evidences (depend on the case) before participating in the meeting.

In case of ordinary person with Thai nationality

1. In case the shareholder participate by self:
 - Unexpired identification document issued by the official authorities with picture, name and surname of the shareholder, such as identification card, social service identification card or passport. If the shareholder change his/her name/surname, the participating shareholder must present the name changing certificate as well.

2. In case the shareholder appointing proxy,
 - Completely filled proxy form sent by the Company together with this meeting invitation, and signed by both shareholder and proxy.
 - Certified copies of identification documents of the shareholder that is issued by the official as indicated in Item 1.
 - Identification documents of the proxy that is issued by the official as indicated in Item 1

In case of juristic person registered in Thailand

1. In case the juristic person's authorized person participate by self,
 - An identification documents issued by official of the authorized person of the juristic persons as indicated in Item 1.
 - A certified copy of the registration certificate signed by the juristic person's authorized person. The certificate must contain a clause stating that the juristic person's representative who participates in the meeting has authorized power to act on behalf of the juristic person that actually owns the shares.
2. In case the shareholder appointing proxy
 - Completely filled proxy form sent by the Company, signed by both juristic person's authorized person and proxy.
 - A certified copy of the registration certificate signed by the juristic person's authorized person. The certificate must contain a clause stating that the juristic person's representative who signed in the proxy form has authorized power to act on behalf of the juristic person that actually owns the shares.
 - Identification documents of the proxy that is issued by the official similar to the ordinary person as indicated in Item 1
 - A copy of an identification documents issued by official of the authorized person of the juristic persons as indicated in Item 1, signed by the juristic person's authorized representative.

In case of non-Thai ordinary person or a juristic person set up according to foreign laws

In case of non-Thai ordinary person shareholder, the shareholders must prepare documents similar to Thai ordinary person shareholder. In case of the foreign juristic person, following identification documents are required to attend the meeting (depend on the case).

- A certified copy of the passport of the shareholder, juristic person's authorized person or proxy (depend on the case).
- A certified copy of the registration certificate issued by juristic person's authority, signed by the juristic person's authorized person. The certificate must contain a clause stating that the juristic person's representative who signed in the document has authorized power to act on behalf of the juristic person as well as any condition or provision of the authority of the authorized person. The document must also indicate the location of the head office.
- Document with language other than English must be translated into the English. The juristic person's shareholder or authorized person must certify the correctness of the translation.

In case of non-Thai shareholder that has appointed local custodian to deposit and manage stock

- Documents similar to the juristic person.
- Power of attorney indicating shareholder appointing custodian to act on behalf of shareholder in the proxy form.
- Document certified that the custodian indicated in the proxy form is licensed custodian operator.

Voting Method

1. One share shall be count as one vote. The motion shall be resolved in favour of majority vote. If there is a draw, the Chairman shall have a final vote as a shareholder.

2. The shareholders who have conflict of interest in any agenda are not allowed to vote on the agenda. The Chairman may ask such shareholders to leave the meeting temporarily. The condition does not apply to director selection or termination agenda.

3. The shareholders, who participate in the meeting by self, can cast vote in the voting ballot given at the registration table. In case of proxy, the proxy shall cast vote according to the shareholder's intention as indicated in the proxy form. The ballot shall be given to the staff to be collected together with other proxy votes.

4. The Chairman shall announce the voting result for each agenda. The vote shall include both votes provided by the shareholders who participate by self and by proxy. The amount of shares shall be counted according to the most recent number of shares as participated in the meeting.

Attachment 9: Proxy Form

Proxy Form B (all details are clearly indicated)

.....

Duty
Stamp
20 Baht

Written at

Date..... Month..... Year.....

(1) I Nationality..... Address No. Road.....
Sub-district....., District....., Province....., Post code.....

(2) I am the shareholder of Prodigy Public Company Limited holding shares which
is equivalent to votes, classified into:

Common shares share, equivalent to votes.

(3) Would like to appoint following proxy

☐ (1) Name Age..... years Address No..... Road.....
Sub-district....., District....., Province....., Post code....., or

☐ (2) Name Age..... years Address No..... Road.....
Sub-district....., District....., Province....., Post code....., or

☐ (3) Name Age..... years Address No..... Road.....
Sub-district....., District....., Province....., Post code....., or

☐ (4) Assoc.Prof. Prayoon Boonprasert, Position Independent Director, Age 76 years
Address 47/14 Senanikom 1 Road, (Senanivej Village Project 1), Ladprao Sub-District,
Ladprao District, Bangkok 10230, or

☐ (5) Miss Thipawan Uthaisang, Position Independent Director, Age 59 years
Address 335 Pattanakarn Road, Pravate Sub-District, Pravate District, Bangkok 10250, or

☐ (6) Miss Pikul Taksinwaracharn, Position Independent Director, Age 64 years
Address 501/98 Rama 3 Road, (Soi 66), Chongnonsi Sub-District, Yannawa District, Bangkok
10120, or

☐ (7) Dr. Thanet Norabhoompipat, Position Independent Director, Age 66years
Address 72 Soi Suntisuk, Prakranong Sub-District, Klongtoey District, Bangkok 10110

As my representative to participate in the meeting and vote on my behalf during the 2018 Annual
General Meeting Shareholders, on Tuesday April 24th, 2018, starting from 10.00 a.m. at, Pinkoao 1 Room, 9th Floor,
The Royal City Hotel, Building no.798, 800, Borommarathchachonnani Road, Bang Bamru, Bang Phlat, Bangkok,
10700, or could be postponed to other date, time and venue as appropriate.

(4) I would like my proxy to vote on my behalf on following agenda as follow,

Agenda 1. The matters; the chairman notify in the 2018 Annual General Meeting of shareholders

- ☐ (a) Allow the proxy to consider and vote on my behalf as appropriate
- ☐ (b) Let the proxy vote according to following decision.
- ☐ Approve ☐ Object ☐ Abstain

Agenda 2. To consider and certify the minutes of the 2017 Annual General Meeting of Shareholders.

- ☐ (a) Allow the proxy to consider and vote on my behalf as appropriate
- ☐ (b) Let the proxy vote according to following decision.
- ☐ Approve ☐ Object ☐ Abstain

Agenda 3. To acknowledge the 2017 company' operational performance

- ☐ (a) Allow the proxy to consider and vote on my behalf as appropriate
- ☐ (b) Let the proxy vote according to following decision.
- ☐ Approve ☐ Object ☐ Abstain

Agenda 4. To consider and approve the company's Financial Statements and Income Statement for the year 2017 ended of December 31, 2017.

- ☐ (a) Allow the proxy to consider and vote on my behalf as appropriate
- ☐ (b) Let the proxy vote according to following decision.
- ☐ Approve ☐ Object ☐ Abstain

Agenda 5. To consider and approve the dividend payment from the company's operation for the financial statement of the year 2017 ended of December 31, 2017.

- ☐ (a) Allow the proxy to consider and vote on my behalf as appropriate
- ☐ (b) Let the proxy vote according to following decision.
- ☐ Approve ☐ Object ☐ Abstain

Agenda 6. To consider and approve the appointment of directors to replace the Directors who retire on rotation.

- ☐ (a) Allow the proxy to consider and vote on my behalf as appropriate
- ☐ (b) Let the proxy vote according to following decision.
- ☐ The appointment of the whole committee
- ☐ Approve ☐ Object ☐ Abstain
- ☐ The appointment of directors individually
- 6.1 Mr.Visuth Vitayathanagorn (Director)
- ☐ Approve ☐ Object ☐ Abstain
- 6.2 Mr.Pramote Santiwattana (Director)
- ☐ Approve ☐ Object ☐ Abstain
- 6.3 Mr.Vorravuth Tangpiroonthum (Director)
- ☐ Approve ☐ Object ☐ Abstain

Agenda 7. To consider and determine the remuneration of directors for the year 2018.

☐ (a) Allow the proxy to consider and vote on my behalf as appropriate

☐ (b) Let the proxy vote according to following decision.

☐ Approve

☐ Object

☐ Abstain

Agenda 8. To consider and approve the appointment of the company's auditor and the determination of auditor's remuneration for the year 2018.

☐ (a) Allow the proxy to consider and vote on my behalf as appropriate

☐ (b) Let the proxy vote according to following decision.

☐ Approve

☐ Object

☐ Abstain

Agenda 9. Other Issues (if any)

☐ (a) Allow the proxy to consider and vote on my behalf as appropriate

☐ (b) Let the proxy vote according to following decision.

☐ Approve

☐ Object

☐ Abstain

(5) Any vote that is not consistent with this proxy form shall be deemed incorrect and shall not be counted as my vote as a shareholder.

(6) In case I did not indicate my voting intention on any agenda or did not clearly specify one or in the case that there is any agenda to vote on other than indicated above, including any changes or addition, my proxy shall have the right to consider and vote on my behalf on proxy's own discretion.

Any action taken in the meeting, unless I have indicated my voting intention otherwise in the proxy form, shall be deemed as it is done by myself.

Signed Authorizer

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

Remark

1. The shareholder may appoint only one proxy to participate in the meeting. The shareholder cannot appoint many proxies to split votes.
2. In case there are more agendas to discuss other than what is specified above, the proxy authorizer can indicate the additional agenda in the enclosed Proxy Form B.

Extension to Proxy Form B

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To appoint proxy for the shareholders of Prodigy Public Company Limited

In the 2018 Annual General Meeting of Shareholders, on Tuesday 24 April, 2017, at 10.00 a.m. at, Pinklao 1 Room, 9th Floor, The Royal City Hotel, Buildings no. 798, 800, Borommaratchachonnani Road, Bang Bamru, Bang Phlat, Bangkok, 10700, or could be postponed to other date, time and venue as appropriate.

Agenda Subject

☐ (a) Allow the proxy to consider and vote on my behalf as appropriate

☐ (b) Let the proxy vote according to following decision.

☐ Approve

☐ Object

☐ Abstain

Agenda Subject

☐ (a) Allow the proxy to consider and vote on my behalf as appropriate

☐ (b) Let the proxy vote according to following decision.

☐ Approve

☐ Object

☐ Abstain

Agenda Subject

☐ (a) Allow the proxy to consider and vote on my behalf as appropriate

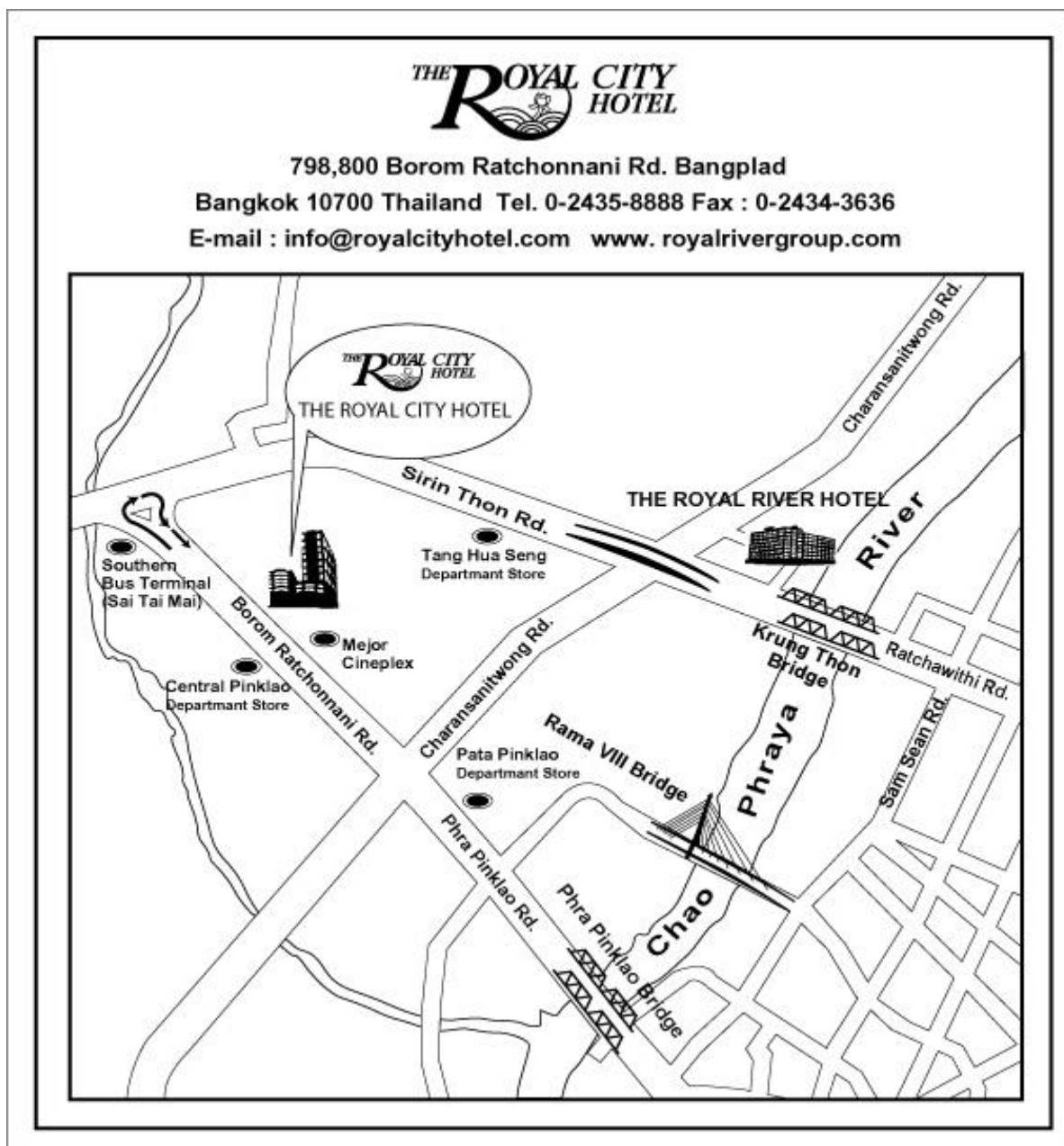
☐ (b) Let the proxy vote according to following decision.

☐ Approve

☐ Object

☐ Abstain

Attachment 10: Map of Meeting Venue





บริษัท พรอดดิจี้ จำกัด (มหาชน)

PRODIGY PUBLIC COMPANY LIMITED

7/3 หมู่ 3 บางกระบือ นครชัยศรี นครปฐม 73120

โทรศัพท์ 0-3433-2611-2, 0-3422-8298-301 โทรสาร 0-34332613

7/3 Mu 3, Bangkrabau, Nakornchaisi, Nakornpathom, 73120

Tel. 0-3433-2611-2, 0-3422-8298-301 Fax.0-34332613

<http://www.prodigy.co.th>